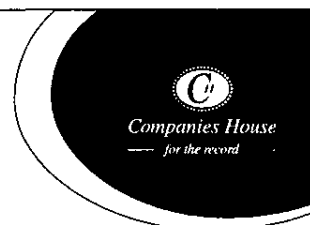


SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares



☒ **What this form is for**
You may use this form to give notice
of consolidation, sub-division,
redemption of shares or
re-conversion of stock into shares.

☐ **What this form is NOT for**
You cannot use this form to give
notice of a conversion of shares
into stock.

TUESDAY



SCT

25/09/2012
COMPANIES HOUSE

1	Company details	
Company number	S C 0 1 4 6 9 2	→ Filling in this form Please complete in typescript or in bold black capitals. All fields are mandatory unless specified or indicated by *
Company name in full	DUNEDIN SMALLER COMPANIES INVESTMENT TRUST PLC	

2	Date of resolution	
Date of resolution	<div style="display: flex; justify-content: space-between;"> d 1 4 m 0 3 y 2 0 1 2 </div>	

3	Consolidation	
Please show the amendments to each class of share.		
	Previous share structure	New share structure
Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

4	Sub-division	
Please show the amendments to each class of share.		
	Previous share structure	New share structure
Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

5	Redemption	
Please show the class number and nominal value of shares that have been redeemed. Only redeemable shares can be redeemed.		
	Previous share structure	New share structure
Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share
SUBSCRIPTION SHARES	8,524,283	0.00

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6 Re-conversion			
Please show the class number and nominal value of shares following re-conversion from stock.			
New share structure			
Value of stock	Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

Statement of capital

Section 7 (also Section 8 and Section 9 if appropriate) should reflect the company's issued capital following the changes made in this form.

7 Statement of capital (Share capital in pound sterling (£))				
Please complete the table below to show each share classes held in pound sterling. If all your issued capital is in sterling, only complete Section 7 and then go to Section 10.				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
ORDINARY SHARES	0.05	0.00	47,857,317	£ 2,392,865.85
				£
				£
				£
Totals				£ 2,392,865.85

8 Statement of capital (Share capital in other currencies)				
Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.				
Currency				
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value
Totals				

❶ Including both the nominal value and any share premium.

❷ Number of shares issued multiplied by nominal value of each share.

❸ Total number of issued shares in this class.

Continuation pages

Please use a Statement of Capital continuation page if necessary.

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9 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares

Total aggregate nominal value ^①

① Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

10 Statement of capital (Prescribed particulars of rights attached to shares) ^②

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section 7** and **Section 8**.

Class of share

ORDINARY 0.05P SHARES

Prescribed particulars

SEE ATTACHED

② Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

Please use a Statement of capital continuation page if necessary.

Class of share

Prescribed particulars

Class of share

Prescribed particulars

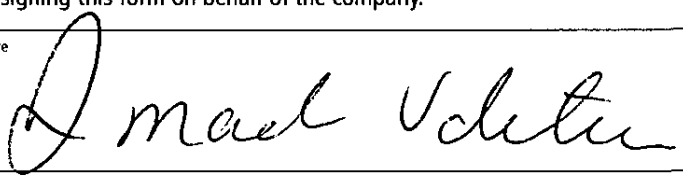
SH02

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Class of share		<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares. <p>A separate table must be used for each class of share.</p> <p>Please use a Statement of capital continuation page if necessary.</p>
Prescribed particulars		
Class of share		
Prescribed particulars		

11

Signature

Signature	I am signing this form on behalf of the company.		<p>② Societas Europaea If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.</p> <p>③ Person authorised Under either section 270 or 274 of the Companies Act 2006.</p>
	<p>Signature</p> <p>X  X</p>	<p>This form may be signed by: Director ②, Secretary, Person authorised ③, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.</p>	

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **AMANDA VALENTINE**

Company name **DUNEDIN SMALLER COMPANIES**

INVESTMENT TRUST PLC

Address **7TH FLOOR**

40 PRINCES ST,

Post town **EDINBURGH**

County/Region

Postcode

E	H	2	2	B	Y		
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Country

DX

Telephone **0131 528 4154**



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have entered the date of resolution in Section 2.
- ☐ Where applicable, you have completed Section 3, 4, 5 or 6.
- ☐ You have completed the statement of capital.
- ☐ You have signed the form.



Important information

Please note that all information on this form will appear on the public record.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

67. VOTES ATTACHING TO SHARES

1.1 On a vote on a resolution on a show of hands:

1.1.1 subject to Article 75.2.1, each member entitled to vote on the resolution who is present in person has one vote;

1.1.2 every proxy present who has been duly appointed by one or more members entitled to vote on the resolution has one vote, unless he has been duly appointed by more than one member entitled to vote on the resolution and he has been instructed by one or more of those members to vote for the resolution and by one or more others to vote against it, in which case he has one vote for and one vote against the resolution.

1.2 For the purposes of Article 67.1.2, where a proxy has been allowed, by one or more of the members appointing him, discretion as to how to vote on a resolution, he is treated as if he has been instructed to vote on that resolution in the way in which he decides to exercise that discretion.

1.3 On a vote on a resolution on a poll:

1.3.1 every member has one vote in respect of each share held by him;

1.3.2 all or any of the voting rights of a member may be exercised by one or more duly appointed proxies provided that, where a member appoints more than one proxy, this does not authorise the exercise by the proxies taken together of more extensive voting rights than could be exercised by the member in person.

1.4 This article is subject to any special rights or restrictions as to voting attached to shares in accordance with these Articles or by the terms on which shares have been allotted or issued.

Each share has equal rights to dividends.